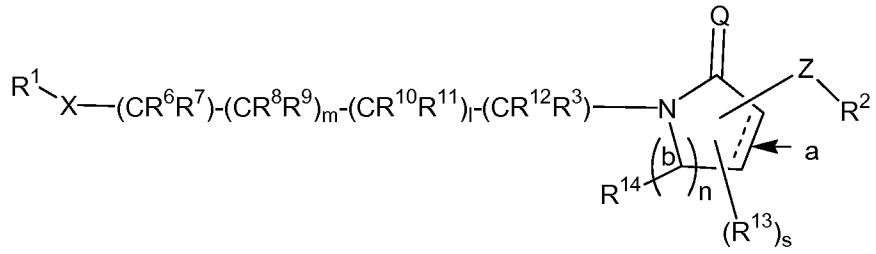
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1. (Currently Amended) A compound of Formula (I)



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is -$NR^{18}C(O)$- or -$NR^{18}C(O)NH$;

Q is O;

wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

X is -$CHR^{16}NR^{17}$-;

bond (a) is a single or double bond;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4 ~~and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^4~~;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^5;

R^3 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

with the proviso that R^3 is not H if R^6 is H;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g}, a 5-6 membered lactam ring in which carbon atoms of the ring are substituted with 0-2 R^{3g}, or a 5-6 membered lactone ring in which carbon atoms of the ring are substituted with 0-2 R^{3g};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-8} alkenyl substituted with 0-3 R^{3e}, C_{3-8} alkynyl substituted with 0-3 R^{3e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e}, C_{2-8} alkenyl substituted with 0-3 R^{3e}, C_{2-8} alkynyl substituted with 0-3 R^{3e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-6} alkenyl substituted with 0-3 R^{3e}, C_{3-6} alkynyl substituted with 0-3 R^{3e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{3g} is selected from $(CHR)_rOH$, $(CHR)_rSH$, $(CHR)_rOR^{3d}$, $(CHR)_rS(O)_rR^{3d}$, $(CHR)_rC(O)R^{3b}$, $(CHR)_rNR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CHR)_rSO_2NR^{3a}R^{3a}$, $(CHR)_rC(O)OR^{3d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e};

R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rSR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$, $(CR'R')_rOC(O)R^{4b}$, $(CR'R')_rNR^{4f}C(O)OR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rS(O)_pR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}S(O)_2R^{4b}$, $(CR'R')_rNR^{4f}S(O)_2$ $NR^{4a}R^{4a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms join to form -O-(CH_2)-O-;

R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

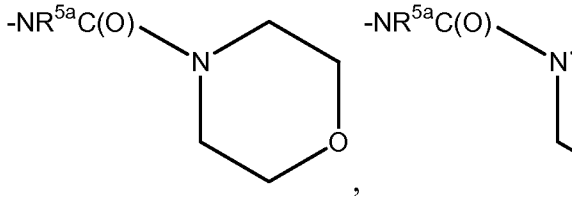
R^{4d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

R^5, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}$,

$(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R'')_rNR^{5f}S(O)_2R^{5b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{5e}, a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c},



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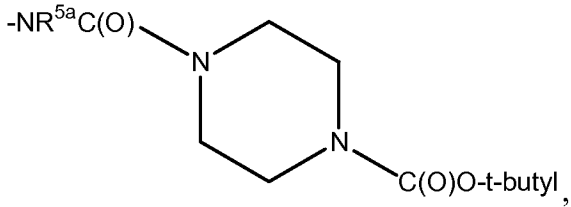

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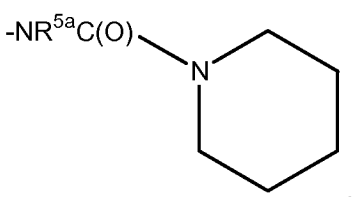

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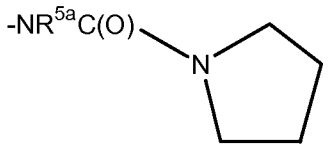

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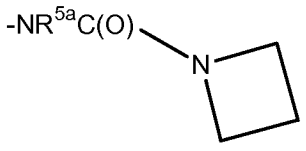

;

alternatively, two R^5 on adjacent atoms join to form -O-(CH_2)-O-;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl,

isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl; ~~and~~

R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl[[.]];

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-8} alkenyl substituted with 0-3 R^{6e}, C_{3-8} alkynyl substituted with 0-3 R^{6e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e}, C_{2-8} alkenyl substituted with 0-3 R^{6e}, C_{2-8} alkynyl substituted with 0-3 R^{6e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e};

R^7, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-8} alkenyl substituted with 0-3 R^{7e}, C_{3-8} alkynyl substituted with 0-3 R^{7e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, C_{2-8} alkenyl substituted with 0-3 R^{7e}, C_{2-8} alkynyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-6} alkenyl substituted with 0-3 R^{7e}, C_{3-6} alkynyl substituted with 0-3 R^{7e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g}, a 5-6 memebered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-8} alkenyl substituted with 0-3 R^{8e}, C_{3-8} alkynyl substituted with 0-3 R^{8e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e}, C_{2-8} alkenyl substituted with 0-3 R^{8e}, C_{2-8} alkynyl substituted with 0-3 R^{8e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-6} alkenyl substituted with 0-3 R^{8e}, C_{3-6} alkynyl substituted with 0-3 R^{8e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e};

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-8} alkenyl substituted with 0-3 R^{9e}, C_{3-8} alkynyl substituted with 0-3 R^{9e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e}, C_{2-8} alkenyl substituted with 0-3 R^{9e}, C_{2-8} alkynyl substituted with 0-3 R^{9e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-6} alkenyl substituted with 0-3 R^{9e}, C_{3-6} alkynyl substituted with 0-3 R^{9e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;

R^{9f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g}, a 5-6 membered ring lactam substituted with 0-2 R^{10g}, or a 5-6 membered ring lactone substituted with 0-2 R^{10g};

R^{10a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-8} alkenyl substituted with 0-3 R^{10e}, C_{3-8} alkynyl substituted with 0-3 R^{10e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e}, C_{2-8} alkenyl substituted with 0-3 R^{10e}, C_{2-8} alkynyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-6} alkenyl substituted with 0-3 R^{10e}, C_{3-6} alkynyl substituted with 0-3 R^{10e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$, $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e};

R^{11},is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a

$(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-8} alkenyl substituted with 0-3 R^{11e}, C_{3-8} alkynyl substituted with 0-3 R^{11e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-8} alkenyl substituted with 0-3 R^{11e}, C_{2-8} alkynyl substituted with 0-3 R^{11e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl substituted with 0-3 R^{11e}, C_{3-6} alkynyl substituted with 0-3 R^{11e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-8} alkenyl substituted with 0-3 R^{12e}, C_{3-8} alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e}, C_{2-8} alkenyl substituted with 0-3 R^{12e}, C_{2-8} alkynyl substituted with 0-3 R^{12e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl substituted with 0-3 R^{12e}, C_{3-6} alkynyl substituted with 0-3 R^{12e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{13b}, -OH, $-NH_2$, F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$,and C_{1-4} alkyl substituted with 0-3 R^{13b};

R^{13b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{13c}R^{13c}$, -$C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{14} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{14b};

R^{14b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{14c}R^{14c}$, $-C(O)NR^{14c}R^{14c}$, and $-NHC(O)R^{14c}$;

R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a}, and C_{3-6} cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^{18} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is 1;

l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;

r, at each occurrence, is selected from 0, 1, 2, 3, or 4;

s is selected from 0 and 1; and

t is selected form 1, 2 and 3.

2. (Original) The compound of claim 1, wherein:

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl; and

R^{17} is selected from H, methyl, ethyl, propyl, and i-propyl.

3. (Original) The compound of claim 2, wherein:

R^9 and R^{11} are H; and

R^8 and R^{10} are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl.

4. (Original) The compound of claim 3, wherein:

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O,

and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{6-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

R^{12} is selected from H, methyl, ethyl, and propyl;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g}, a 5-6 membered lactam ring substituted with 0-2 R^{3g}, or a 5-6 membered lactone ring substituted with 0-2 R^{3g}; and

m + l is equal to 1.

5. (Original) The compound of claim 4, wherein:

R^1 is selected from phenyl substituted with 0-3 R^4 and a 5-10 membered heteroaryl system substituted with 0-3 R^4, wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R^2 is selected from phenyl substituted with 0-3 R^5 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms substituted with 0-3 R^5, wherein the heteroaryl system is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

6. (Canceled)

7. (Previously Presented) The compound of claim 5, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3, CF_2CF_3, CF_2H, OCF_3, Cl, Br, I, F, SCF_3, $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

8. (Previously Presented) A compound of claim 7, wherein:

Z is -NHC(O)- or -NHC(O)NH-;

X is $-CHR^{16}NR^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4, and a 5-10 membered heteroaryl system substituted with 0-2 R^4, wherein the heteroaryl is selected from indolyl, and pyridyl;

R^2 is phenyl substituted with 0-2 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2)-phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3, $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3,OCF_3, SCH_3, SO_2CH_3, Cl, F, Br, CN;

alternatively, two R^4 join to form -O-(CH_2)-O-;

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $C(O)OCH_3$, $C(O)NHCH_2CH_3$;

R^7 is H;

R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 ;

l is 0

r is 0 or 1; and

q is 1.

9. (Original) The compound of claim 1, wherein the compound is selected from:

N-[(3*S*)-1-{(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-oxo-pyrrolidin-3-yl]-3-trifluoromethyl-benzamide;

1-[(3*S*)-1-{(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-oxo-pyrrolidin-3-yl]-3-(3-trifluoromethylphenyl)-urea;

{2-[(3*S*)-1-{(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-oxo-pyrrolidin-3-ylcarbamoyl]-4-trifluoromethyl-phenyl}-carbamic acid tert-butyl ester;

2-Amino-N-[(3*S*)-1-{(1*S*, 2*S*)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-oxo-pyrrolidin-3-yl]-5-trifluoromethyl-benzamide;

3-Amino-N-[(3*S*)-1-{(1*S*, 2*S*)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-oxo-pyrrolidin-3-yl]-5-trifluoromethyl-benzamide; and

2-Amino-N-{(3*S*)-1-[(1*S*)-1-tert-butylcarbamoyl-2-(2,4-dimethyl-benzylamino)-ethyl]-2-oxo-pyrrolidin-3-yl}-5-trifluoromethyl-benzamide.

10. (Original) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claims 1-9.

11. – 16. (Canceled)

17. (Withdrawn, Currently Amended) The method for treating disorders~~, of claim 16,~~ comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1 wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis~~, restinosis, organ transplantation, and cancer~~.

18. (Withdrawn, Currently Amended) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim[[s]] 1~~-9~~.

19. (Withdrawn, Currently Amended) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim[[s]] 1~~-9~~.

20. (Withdrawn, Currently Amended) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim[[s]] 1~~-9~~.

21. (Withdrawn, Currently Amended) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim[[s]] 1~~-9~~.

22. - 26. (Canceled)